

Bazemore Eugene Jackson JR  
 Form 3  
 May 24, 2013

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

|  |  |                                      |  |  |
|--|--|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person *          |  | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                     |  |
| Â Bazemore Eugene Jackson JR                       |  | (Month/Day/Year)                     | AZZ INC [AZZ]  |  |
| (Last)   | (First)  | (Middle)                             | 05/24/2013   |  |
| ONE MUSEUM PLACE, SUITE 500,Â 3100 WEST 7TH STREET |  |                                      | 4. Relationship of Reporting Person(s) to Issuer                       | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street)   | (Check all applicable)                                     |                                      |  |  |
|  |  |                                      | <input type="checkbox"/> Director                                      | <input type="checkbox"/> 10% Owner                   |
|  |  |                                      | <input checked="" type="checkbox"/> Officer                            | <input type="checkbox"/> Other                       |
|  |  |                                      | (give title below)   | (specify below)                                      |
|  |  |                                      | VP Corporate Development   |  |
| FORT WORTH,Â TXÂ 76107                             | 6. Individual or Joint/Group Filing(Check Applicable Line) |                                      |  |  |
| (City)   | (State)  | (Zip)                                | <input checked="" type="checkbox"/> Form filed by One Reporting Person |  |
|  |  |                                      | <input type="checkbox"/> Form filed by More than One Reporting Person  |  |

**Table I - Non-Derivative Securities Beneficially Owned**

|                                    |  |   |  |
|------------------------------------|--|---|--|
| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

|   |   |  |  |  |  |
|---|---|--|--|--|--|
| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|   | Date Exercisable  | Expiration Date  | Title  | Amount or Number of                                  |  |

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|                           |       |       |              | Shares |        | or Indirect<br>(1)<br>(Instr. 5) |   |
|---------------------------|-------|-------|--------------|--------|--------|----------------------------------|---|
| STOCK APPRECIATION RIGHTS | Â (1) | Â (1) | COMMON STOCK | 2,226  | \$ (2) | D                                | Â |
| Restricted Stock Units    | Â (3) | Â (3) | COMMON STOCK | 1,122  | \$ (4) | D                                | Â |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                            |       |
|---|---------------|-----------|----------------------------|-------|
|   | Director      | 10% Owner | Officer                    | Other |
| Bazemore Eugene Jackson JR<br>ONE MUSEUM PLACE, SUITE 500<br>3100 WEST 7TH STREET<br>FORT WORTH, TX 76107 | Â             | Â         | Â VP Corporate Development | Â     |

## Signatures

DANA PERRY 05/24/2013

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) On March 1, 2014, and the subsequent first day in the month of March through 2016 (each, a "Vesting Date"), one-third (1/3) of the Stock Appreciation Rights granted hereby shall vest, and on the March 1, 2016 (the "Final Vesting Date"), any of such Stock Appreciation Rights that are not yet vested shall vest, such that on the Final Vesting Date, all of the Stock Appreciation Rights granted hereby shall be vested on or prior to the Final Vesting Date.

(2) The base price of such SAR shall be determined by the closing price of one share of common stock on the New York Stock Exchange for the grant date of such awards.

(3) If the Awardee remains continuously employed by the Company or an Affiliate through the Vesting Date, the Restricted Stock Unit Awards shall vest as of the Vesting Date. Upon the vesting of such Restricted Stock Unit Awards (either pursuant to the immediately preceding sentence or to the other provisions of this Agreement), the Company shall electronically register one share of Common Stock in the Awardee's name for each vested Restricted Stock Unit Award. As used herein, the term "Vesting Date" shall mean March 1, 2015.

(4) The base price of such RSU shall be determined by the closing price of one share of common stock on the New York Stock Exchange for the grant date of such awards.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

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